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*Counsel for Washington Prime Group Inc.  
and The Kroger Co.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**IN RE:**

**SEARS HOLDINGS CORPORATION, *et al.*,  
  
Debtors.**

**CHAPTER 11**

**CASE NO. 18-23538-RDD**

**(Jointly Administered)**

**VERIFIED STATEMENT OF FROST BROWN TODD LLC PURSUANT TO RULE 2019  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

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TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Frost Brown Todd LLC (“FBT”), counsel to Washington Prime Group Inc. (“WPG”) and The Kroger Co. (“Kroger”), files this Verified Statement pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure.

1. The names and addresses of the parties represented by FBT in the above-referenced chapter 11 cases are:

Washington Prime Group Inc.  
180 East Broad Street  
Columbus, Ohio 43215

The Kroger Co.  
1014 Vine Street  
Cincinnati, Ohio 45202

2. The nature and amount of disclosable economic interest of each creditor, equity security holder, and party in interest represented by FBT is as follows:
  - a. Washington Prime Group Inc.: WPG is a creditor in these chapter 11 cases and the managing agent for certain landlords of the Debtors. WPG holds a claim against the Debtors in an unknown amount, including, but not limited to, all amounts due and owing under the leases between WPG and the Debtors plus any rejection damages and/or administrative priority claims for unpaid post-petition rent and other charges.
  - b. The Kroger Co.: Kroger is a creditor in these chapter 11 cases and a landlord of the Debtors. Kroger holds a claim against the Debtors in an unknown amount, including, but not limited to, all amounts due and owing under the lease between Kroger and the Debtors plus any rejection damages and/or administrative priority claims for unpaid post-petition rent and other charges.
3. WPG and Kroger have each requested that FBT represent them and their interests in connection with these chapter 11 cases.
4. Upon information and belief, as of the date hereof, FBT does not hold any claim against or equity interest in the Debtors.
5. The undersigned certifies that this Verified Statement is true and accurate to the best of their knowledge and belief. FBT reserves the right to revise and supplement this Verified

Statement.

Dated: December 11, 2018  
Cincinnati, Ohio

Respectfully submitted,

By: /s/ Ronald E. Gold

Ronald E. Gold, Esq.

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**CERTIFICATE OF SERVICE**

I hereby certify that on December 11, 2018, a copy of the foregoing was served electronically or via First Class Mail, postage prepaid upon all those identified on the Master Service List as of December 11, 2018 in accordance with this Court's Amended Order Implementing Certain Notice and Case Management Procedures (the "Case Management Order") entered on November 1, 2018 [Docket No. 405]. I hereby further certify that pursuant to the Case Management Order and the Local Rules, hard copies of the foregoing were delivered via overnight mail or email to the "Standard Parties" in the Case Management Order.

/s/ Ronald E. Gold

Ronald E. Gold